

# APPENDIX B

**APPENDIX B****COBALT’S CLASS PERIOD ADMISSIONS CONCERNING THE CONTROLLING ENTITIES**

Document	Relevant Admissions
Cobalt 2010 Form 10-K	<ul style="list-style-type: none"> <li>• “Our four largest stockholders collectively own approximately 72% of our outstanding common stock. Consequently, these stockholders have <i>significant influence</i> over all matters that require approval by our stockholders, including the election of directors and <i>approval of significant corporate transactions</i>. This concentration of ownership will limit your ability to influence corporate matters, and as a result, actions may be taken that you may not view as beneficial.” (p. 49).</li> <li>• “Funds affiliated with [the Controlling Entities] control a majority of the voting power of our outstanding common stock. Consequently we are a “controlled company” within the meaning of the NYSE corporate governance standards. . . . [A] company of which more than 50% of the voting power is held by another person or <i>group of persons acting together</i> is a “controlled company” and may elect not to comply with certain NYSE corporate governance requirements, including the requirement[] that a majority of the board of directors consist of independent directors . . . .” (p. 50).</li> </ul>
Cobalt 2011 Shareholder Proxy	<ul style="list-style-type: none"> <li>• “[the Controlling Entities] currently own shares of our common stock sufficient to elect all of the members of the Board without the approval of any other stockholder.” (p. 6).</li> <li>• “We are a “controlled company” as that term is defined in Section 303A of the NYSE Listed Company Manual because more than 50% of our voting power is held by funds affiliated with [the Controlling Entities], <i>acting as a group</i>.” (p. 9).</li> </ul>
Cobalt 2011 Form 10-K	<ul style="list-style-type: none"> <li>• “[The Controlling Entities] collectively own approximately 65% of our outstanding common stock. Consequently, these stockholders have <i>significant influence</i> over all matters that require approval by our stockholders, including the election of directors and <i>approval of significant corporate transactions</i>. This concentration of ownership will limit your ability to influence corporate matters, and as a result, actions may be taken that you may not view as beneficial.” (p. 53).</li> <li>• “Funds affiliated with [the Controlling Entities] control a majority of the voting power of our outstanding common stock. Consequently we are a “controlled company” within the meaning of the NYSE corporate governance standards. . . . [A] company of which more than 50% of the voting power is held by another person or <i>group of persons acting together</i> is a “controlled company” and may elect not to comply with certain NYSE corporate governance requirements, including the requirement[] that a majority of the board of directors consist of independent directors . . . .” (p. 53).</li> </ul>

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Cobalt 2012 Shareholder Proxy	<ul style="list-style-type: none"> <li>• “[The Controlling Entities] currently own shares of our common stock sufficient to elect all of the members of the Board without the approval of any other stockholder.” (p. 4).</li> <li>• “We are a “controlled company” as that term is defined in Section 303A of the NYSE Listed Company Manual because more than 50% of our voting power is held by funds affiliated with [the Controlling Entities], <i>acting as a group</i>.” (p. 6).</li> </ul>
Cobalt 2012 Form 10-K	<ul style="list-style-type: none"> <li>• “[The Controlling Entities] collectively own approximately 42% of our outstanding common stock. These stockholders have <i>significant influence over all matters that require approval by our stockholders</i>, including the election of directors and approval of <i>significant corporate transactions</i>. This concentration of ownership will limit your ability to influence corporate matters, and as a result, actions may be taken that you may not view as beneficial.” (p. 61).</li> <li>• “As of [February 21, 2013, the Controlling Entities] owned approximately 42% of the shares of our outstanding common stock. In addition, seven of our twelve directors . . . are employed by respective affiliates of [the Controlling Entities] and were originally designated to our board pursuant to the terms of the prior stockholders agreement.” (p. 83).</li> </ul>
Cobalt 2013 Form 10-K	<ul style="list-style-type: none"> <li>• “[The Controlling Entities] collectively own approximately 26% of our outstanding common stock. <i>These stockholders have influence</i> over all matters that require approval by our stockholders, including the election of directors and <i>approval of significant corporate transactions</i>. This concentration of ownership will limit your ability to influence corporate matters, and as a result, actions may be taken that you may not view as beneficial.” (p. 63).</li> </ul>